

EXHIBIT C

Proctor Development, Inc.

Mailing address:

2400 Las Gallinas Ave., Suite 115
San Rafael, CA 94903

Shop address:

125 Mitchell Ave., Suites G & L
San Rafael, CA 94903

Tel.: (415) 479-5123

Fax: (415) 492-8438

e-mail: develop@microweb.com

PRODUCT DEVELOPMENT PROPOSAL

FOR ANCHOR TIEDOWN SYSTEMS, INC.

1. PROJECT DESCRIPTION

Anchor Tiedown Systems, Inc. wishes Proctor Development, Inc. to develop and manufacture a tensioning device, hereinafter referred to as Proposal No. 5. It consists of a rotating circular square or acme threaded mechanism powered by a torsion spring that will continually take up slack under a tiedown rod nut vertically as shrinkage develops in a building stabilizing system.

2. PHASE I – Design and Development

Proctor Development has developed sketches of a possible prototype. Anchor Tiedown Systems, Inc. has approved further refining as to measurements and details of materials and measurements for Proctor Development to build a prototype. After details for manufacturing the prototype have been approved by Anchor Tiedown Systems, Proctor Development will build a prototype within seven days.

3. PHASE II – Manufacturing Drawings

After Proctor Development has built a prototype that Anchor Tiedown Systems has approved for manufacturing, Proctor Development shall produce engineered drawings constructed to scale showing dimensions and tolerances with inventory parts, drawing numbers and assembly. All numbering and classifying of parts and mechanisms will be in accordance with Anchor Tiedown Systems direction.

4. PHASE III – Prototype for Manufacturing

Proctor Development shall produce (1) or more prototypes for evaluation and testing by Anchor Tiedown Systems, Inc. or seismic laboratory per specifications and resulting data as directed by Anchor Tiedown Systems, Inc. (Lead time to be

BEST AVAILABLE COPY

determined - estimate 1 to 2 weeks, depending on lab schedule. If Anchor Tiedown Systems, Inc. determines they want testing, they will provide test specifications for the seismic lab to follow showing the following suggested areas: maximum compression forces required, Reichtor scale magnitude (7,8,9) or compression test to ultimate failure to insure device performs its intended action mounted in a tie down bracket. Proctor Development, Inc. Can locate a seismic lab and present a list of their costs for Anchor Tiedown Systems, Inc. review and/or approval or Anchor Tiedown systems can work directly with testing lab if they prefer.

5. PHASE IV - Manufacturing

Upon satisfactory results from Phase I through III, Proctor Development will fabricate a first production run and assemble a number of devices for a purchase order from Anchor Tiedown Systems, Inc. (Lead time to be specified depending on number of assemblies required.)

6. PRODUCT DEVELOPMENT COSTS


		Lead time	
Item 1 & 2	Phase I	7 days	\$ 4,200.(less credit for \$1,600.00 paid, balance \$2,600.00)
Item 3	Phase II	5 to 8 days	\$ 2,500.
Item 4	Phase III	4 to 10 days	Additional prototypes: 1 - \$100.00, 10 - \$50.00 each
Item 5	Phase IV	(to be specified depending on number of items required)	\$

7. A retainer of \$1,000. Will be required to begin the project. This proposal is valid to 5/10/98.

DATED this 7th day of April, 1998.

Respectfully Submitted,

PROCTOR DEVELOPMENT, INC.

By 

Richard Proctor, President

BEST AVAILABLE COPY